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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

[X] Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the period ended June 30, 1992

or

[ ] Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the transition period from _____ to _____

Commission file number 0-10535

CITIZENS BANKING CORPORATION
(Exact name of registrant as specified in its charter)

Michigan	38-2378932
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
One Citizens Banking Center, Flint, Michigan	48502
(Address of principal executive offices)	(Zip Code)

(313) 766-7500
(Registrant's telephone number, including area code)

None
(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. X Yes ___ No

APPLICABLE ONLY TO CORPORATE ISSUERS:

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Class	Outstanding at July 31, 1992
Common Stock, No Par Value	6,533,255 Shares

(This report contains 27 pages)

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Citizens Banking Corporation
Index to Form 10-Q

	Page
Part I - FINANCIAL INFORMATION	
Item 1 - Consolidated Financial Statements	3
Item 2 - Management's Discussion and Analysis of Financial Condition and Results of Operations	8
Part II - OTHER INFORMATION	
Item 2 - Changes in Securities	23
Item 4 - Submission of Matters to a Vote of Security Holders	23
Item 6 - Exhibits and Reports on Form 8-K	24

PART I - FINANCIAL INFORMATION

Item 1 - Consolidated Financial Statements
Citizens Banking Corporation and Subsidiaries
Consolidated Balance Sheets (Unaudited)

(In Thousands)	June 30, 1992	December 31, 1991
ASSETS		
Cash and due from banks	$ 117,417	$ 122,932
Money market investments:		
Interest-bearing deposits with banks	35,105	40,102
Federal funds sold	90,000	35,600
Term federal funds sold	60,000	50,000
Other	373	202
Total money market investments	185,478	125,904
Investment securities (market value- $601,414 in 1992 and $644,121 in 1991):		
U.S. Treasury and federal agency	308,679	285,744
State and municipal	233,541	270,960
Other	47,990	73,321
Total investment securities	590,210	630,025
Loans:		
Commercial	439,722	440,020
Real estate - construction	15,471	13,735
Real estate - mortgage	563,108	567,953
Consumer installment	454,454	462,948
Lease financing	59,394	47,503
Total loans	1,532,149	1,532,159
Less: Allowance for loan losses	(19,512)	(19,759)
Net loans	1,512,637	1,512,400
Premises and equipment	49,353	51,075
Other assets	46,209	50,248
Total assets	$2,501,304	$2,492,584
LIABILITIES AND SHAREHOLDERS' EQUITY		
Deposits:		
Noninterest-bearing	$ 307,140	$ 284,671
Interest-bearing	1,779,182	1,779,353
Total deposits	2,086,322	2,064,024
Federal funds purchased and securities sold under agreements to repurchase	113,164	117,602
Other short-term borrowings	36,796	43,588
Other liabilities	24,306	28,782
Long-term debt	16,167	20,405
Total liabilities	2,276,755	2,274,401
SHAREHOLDERS' EQUITY		
Preferred stock - No par value	--	--
Common stock - No par value	79,750	68,945
Capital surplus	--	9,941
Retained earnings	152,673	146,166
Treasury stock, at cost	(7,874)	(6,869)
Total shareholders' equity	224,549	218,183
Total liabilities and shareholders' equity	$2,501,304	$2,492,584

See notes to consolidated financial statements.

Citizens Banking Corporation and Subsidiaries
Consolidated Statements of Income (Unaudited)

(In Thousands)	Three Months Ended June 30, 1992	1991	Six Months Ended June 30, 1992	1991
INTEREST INCOME				
Interest and fees on loans	$ 34,851	$ 40,249	$ 70,750	$ 80,788
Interest and dividends on investment securities:				
Taxable	6,005	7,710	12,681	15,591
Nontaxable	3,159	2,701	6,642	5,420
Money market investments	1,544	2,781	2,803	5,505
Total interest income	45,559	53,441	92,876	107,304
INTEREST EXPENSE				
Deposits	19,041	25,890	39,375	52,129
Short-term borrowings	1,362	1,952	2,807	4,238
Long-term debt	258	666	614	1,452
Total interest expense	20,661	28,508	42,796	57,819
NET INTEREST INCOME	24,898	24,933	50,080	49,485
Provision for loan losses	1,576	1,369	3,176	2,626
Net interest income after provision for loan losses	23,322	23,564	46,904	46,859
NONINTEREST INCOME				
Trust fees	2,146	1,985	4,310	4,045
Service charges on deposit accounts	1,796	1,759	3,486	3,408
Investment securities gains (losses)	1	17	(13)	16
Bankcard fees	901	916	1,777	1,804
Other	1,758	1,984	3,744	3,609
Total noninterest income	6,602	6,661	13,304	12,882
NONINTEREST EXPENSES				
Salaries and employee benefits	13,260	13,019	26,456	25,547
Equipment	1,921	2,048	3,903	4,074
Occupancy	1,630	1,703	3,359	3,422
FDIC insurance premiums	1,145	970	2,290	1,909
Postage and delivery	575	586	1,149	1,175
Stationery and supplies	517	647	1,059	1,300
Other	4,461	4,653	8,858	9,251
Total noninterest expenses	23,509	23,626	47,074	46,678
INCOME BEFORE INCOME TAXES	6,415	6,599	13,134	13,063
Income taxes	1,069	1,411	2,181	2,751
NET INCOME	$ 5,346	$ 5,188	$ 10,953	$ 10,312
Average shares outstanding	6,538,840	6,530,249	6,537,826	6,534,159
Net income per share	$ 0.82	$ 0.80	$ 1.68	$ 1.58
Dividends declared per share	0.35	0.33	0.68	0.63

See notes to consolidated financial statements.

Citizens Banking Corporation and Subsidiaries
Consolidated Statements of Changes in Shareholders' Equity (Unaudited)

(In Thousands)	1992 Second Quarter	1992 First Quarter	1991 Fourth Quarter	1991 Third Quarter
COMMON STOCK				
Balance, beginning of quarter	$ 69,085	$ 68,945	$ 68,778	$ 68,763
Transfer from capital surplus	10,153	--	--	--
Common stock issued on exercise of stock options	512	140	167	15
Balance, end of quarter	79,750	69,085	68,945	68,778
SURPLUS				
Balance, beginning of quarter	10,153	9,941	9,743	9,728
Transfer to common stock	(10,153)	--	--	--
Common stock issued on exercise of stock options	--	212	198	15
Balance, end of quarter	--	10,153	9,941	9,743
RETAINED EARNINGS				
Balance, beginning of quarter	149,616	146,166	142,690	139,710
Net income	5,346	5,607	5,630	5,133
Cash dividends declared	(2,289)	(2,157)	(2,154)	(2,153)
Balance, end of quarter	152,673	149,616	146,166	142,690
TREASURY STOCK				
Balance, beginning of quarter	(7,225)	(6,869)	(6,781)	(6,632)
Cost of shares acquired for treasury	(649)	(356)	(88)	(149)
Balance, end of quarter	(7,874)	(7,225)	(6,869)	(6,781)
TOTAL SHAREHOLDER'S EQUITY	$224,549	$221,629	$218,183	$214,430

See notes to consolidated financial statements.

Citizens Banking Corporation and Subsidiaries
Consolidated Statements of Cash Flows (Unaudited)

(In Thousands)	Six Months Ended June 30, 1992	1991
OPERATING ACTIVITIES:		
Net income	$ 10,953	$ 10,312
Adjustments to reconcile net income to net cash provided by operating activities:		
Provision for loan losses	3,176	2,626
Provision for depreciation and amortization	2,975	3,097
Amortization of goodwill and other intangibles	533	540
Net amortization on investment securities	2,881	1,622
Investment securities (gains) losses	13	(16)
Other	(981)	158
Net cash provided by operating activities	19,550	18,339
INVESTING ACTIVITIES:		
Net increase in money market investments	(59,574)	(89,903)
Proceeds from sales of investment securities	32,702	50
Proceeds from maturities of investment securities	259,114	73,445
Purchases of investment securities	(254,895)	(65,282)
Net decrease in loans	8,646	7,864
Principal payments received under leases	9,461	9,475
Purchases of assets to be leased	(21,535)	(15,311)
Purchases of premises and equipment	(1,227)	(2,634)
Net cash used by investing activities	(27,308)	(82,296)
FINANCING ACTIVITIES:		
Net increase in demand and savings deposits	57,603	53,475
Net decrease in time deposits	(35,305)	(1,564)
Net increase(decrease) in short-term borrowings	(11,230)	22,433
Proceeds from issuance of long-term debt	--	513
Principal reductions in long-term debt	(4,238)	(16,131)
Cash dividends paid	(4,446)	(4,120)
Proceeds from stock options exercised	864	--
Purchases of common stock for treasury	(1,005)	(569)
Net cash provided by financing activities	2,243	54,037
Net decrease in cash and due from banks	(5,515)	(9,920)
Cash and due from banks at beginning of period	122,932	121,263
Cash and due from banks at end of period	$117,417	$111,343

See notes to consolidated financial statements.

Citizens Banking Corporation and Subsidiaries
Notes to Consolidated Financial Statements

Note 1. Basis of Presentation
The accompanying unaudited consolidated financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information and the instructions for Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and notes required by generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. For further information, refer to the consolidated financial statements and notes thereto included in the Corporation's annual report on Form 10-K for the year ended December 31, 1991.

Note 2. Shareholders' Equity
On April 21, 1992, the shareholders of the Corporation approved an amendment to Article III of the Corporation's Amended and Restated Articles of Incorporation to increase the number of authorized shares of common stock of the Corporation from 12,000,000 shares with a par value of $10.00 per share to 20,000,000 shares with no par value and to increase the number of authorized shares of preferred stock of the Corporation from 3,000,000 shares with no par value to 5,000,000 shares with no par value. On June 3, 1992, this amendment was approved and filed with the Michigan Department of Commerce - Corporation and Securities Bureau and, accordingly, the par value capital stock and capital surplus accounts were combined to form a new no par capital account entitled "Common Stock - No Par Value" at such time.

Note 3. Reclassifications
Certain prior year amounts have been reclassified to conform to the current year financial statement presentation.

Item 2 - Management's Discussion and Analysis of Financial Condition and Results of Operations

The following is a review of the Corporation's performance during the six and three-month periods ended June 30, 1992. This discussion should be read in conjunction with the accompanying unaudited financial statements and notes thereto appearing on pages 3 through 7 of this report and the Corporation's 1991 Annual Report to Shareholders and 1991 Annual Report on Form 10-K.

SELECTED FINANCIAL DATA

(In Thousands Except Per Share Data)	Three Months Ended June 30, 1992	Three Months Ended June 30, 1991	Six Months Ended June 30, 1992	Six Months Ended June 30, 1991
OPERATING RESULTS				
Interest income	$ 45,559	$ 53,441	$ 92,876	$ 107,304
Net interest income	24,898	24,933	50,080	49,485
Provision for loan losses	1,576	1,369	3,176	2,626
Investment securities gains (losses)	1	17	(13)	16
Noninterest income	6,601	6,644	13,317	12,866
Noninterest expenses	23,509	23,626	47,074	46,678
Income taxes	1,069	1,411	2,181	2,751
Net income	5,346	5,188	10,953	10,312
Cash dividends	2,289	2,155	4,446	4,120
PER SHARE DATA				
Net income	$ .82	$ .80	$ 1.68	$ 1.58
Cash dividends	.35	.33	.68	.63
Book value (end of period)	--	--	34.32	32.40
FINANCIAL RATIOS (Annualized)				
Return on average shareholders' equity	9.69%	9.93%	9.98%	9.99%
Return on average total assets	.87	.85	.89	.85
Return on average earning assets	.94	.92	.96	.92
Net interest margin (FTE)	4.68	4.67	4.73	4.67
Net loan charge-offs to average loans	.42	.39	.45	.35
Average equity to average total assets	9.00	8.55	8.96	8.55
Nonperforming assets to loans plus OREO (end of period)	--	--	1.71	1.71

BALANCE SHEET TOTALS	Percent Change		
At Period End (June 30)			
Assets	0.42%	$2,501,304	$2,490,793
Loans	(1.21)	1,532,149	1,550,989
Deposits	0.78	2,086,322	2,070,200
Shareholders' equity	6.14	224,549	211,569
Average balances			
Assets	1.22	$2,462,473	$2,432,881
Loans	(1.68)	1,528,805	1,554,900
Deposits	2.08	2,059,642	2,017,701
Shareholders' equity	6.09	220,735	208,069

PERFORMANCE SUMMARY

Selected financial data as of June 30, 1992 and 1991 and for the three and six-month periods then ended are presented in the table on page 8. As shown, the increase in earnings during the first half of 1992 over 1991 is reflective of higher net interest and noninterest income and lower income taxes, which more than offset the impact of an increased provision for loan losses and higher noninterest expenses. A lower provision for income taxes, associated with significantly higher holdings of municipal securities, offset in part by a higher provision for loan losses was the primary cause of improved earnings during the second quarter of 1992 when compared with the same period of 1991.

SIX MONTHS, 1992 VERSUS SIX MONTHS, 1991

Net Interest Income

Net interest income and average balances and yields on major categories of interest-earning assets and interest-bearing liabilities during the first six months of 1992 and 1991 are summarized on page 10. The financial effects of changes in average market rates of interest ("rate") and average balances ("volume") are quantified in the "Analysis of Changes in Interest Income and Interest Expense" provided below.

ANALYSIS OF CHANGES IN INTEREST INCOME AND INTEREST EXPENSE

	1992 Compared With 1991		
		Increase (Decrease)	
		Due to Change in	
Six Months Ended June 30 (In Thousands)	Net Change[1]	Rate[2]	Volume
INTEREST INCOME:			
Money market investments			
Time deposits with banks	$ 184	$ (484)	$ 668
Federal funds sold	(1,141)	(825)	(316)
Other	(1,745)	(482)	(1,263)
Investment securities			
Taxable	(2,910)	(3,466)	556
Nontaxable	1,222	(921)	2,143
Loans	(10,038)	(8,674)	(1,364)
Total	(14,428)	(14,852)	424
INTEREST EXPENSE:			
Deposits			
Demand	(837)	(1,581)	744
Savings	(3,989)	(5,565)	1,576
Time	(7,928)	(5,817)	(2,111)
Short-term borrowings	(1,431)	(1,227)	(204)
Long-term debt	(838)	(192)	(646)
Total	(15,023)	(14,382)	(641)
NET INTEREST INCOME	$ 595	$ (470)	$ 1,065

[1] Changes are based on actual interest income and do not reflect taxable equivalent adjustments.
[2] Rate/Volume variances are allocated to changes due to rate.

AVERAGE BALANCES/NET INTEREST INCOME/AVERAGE RATES

Six Months Ended June 30 (In thousands)	1992 Average Balance	1992 Interest (1)	1992 Average Rate (2)	1991 Average Balance	1991 Interest (1)	1991 Average Rate (2)
EARNING ASSETS						
Money market investments						
Interest earning deposits with banks	$ 36,285	$ 788	4.37 %	$ 17,279	$ 604	7.05 %
Federal funds sold	71,767	1,371	3.84	82,312	2,512	6.15
Term federal funds sold & other	29,825	644	4.34	66,092	2,389	7.29
Investment securities						
Taxable	387,352	12,681	6.57	376,438	15,591	8.37
Nontaxable	251,864	6,642	8.72	165,591	5,420	9.94
Loans and Leases						
Commercial	442,531	17,165	8.00	472,677	22,466	9.71
Consumer	454,108	23,496	10.40	473,850	27,110	11.53
Real estate	580,570	27,368	9.46	566,841	28,826	10.21
Lease financing	51,596	2,721	10.61	41,532	2,386	11.59
Total earning assets	2,285,098	92,876	8.50	2,260,612	107,304	9.83
NONEARNING ASSETS						
Cash and due from banks	99,277			92,649		
Bank premises and equipment	50,274			51,692		
Other nonearning assets	47,498			47,554		
Allowance for loan losses	(19,674)			(19,626)		
Total assets	$ 2,462,473			$ 2,432,881		
INTEREST-BEARING LIABILITIES						
Demand deposits	$ 210,276	3,205	3.07	$ 178,087	4,042	4.58
Savings deposits	754,238	13,262	3.54	693,032	17,251	5.02
Time deposits	811,045	22,908	5.68	873,059	30,836	7.12
Repurchase agreements and other short-term borrowings	135,995	2,807	4.15	143,224	4,238	5.97
Long-term debt	18,157	614	6.80	32,815	1,452	8.92
Total interest-bearing liabilities	1,929,711	42,796	4.46	1,920,217	57,819	6.07
NONINTEREST-BEARING LIABILITIES AND SHAREHOLDERS' EQUITY						
Demand deposits	284,083			273,523		
Other liabilities	27,944			31,072		
Shareholders' equity	220,735			208,069		
Total liabilities and shareholders' equity	$ 2,462,473			$ 2,432,881		
NET INTEREST INCOME		$ 50,080			$ 49,485	
NET INTEREST INCOME AS A PERCENT OF EARNING ASSETS			4.73 %			4.67 %

(1) Interest income shown on actual basis and does not include taxable equivalent adjustments.

(2) Average rates are presented on an annual basis and include taxable equivalent adjustments to interest income of $3,962,000 and $3,230,000 for the six months ended June 30, 1992 and 1991, respectively, based on a tax rate of 34%.

Reduced loan demand in the Corporation's local markets negatively impacted average commercial and consumer loan balances. Offsetting increases were experienced in average mortgage loan, lease financing and investment security balances. Earning asset growth was primarily funded by increased average core deposits with growth experienced in interest-bearing demand, savings and noninterest-bearing demand deposits. Lower average time deposit balances somewhat offset these increases. The substantially lower overall interest rate environment during the first half of 1992 compared with the same period of 1991 resulted in reduced yields on all categories of interest earning assets. The resulting negative rate variances were more than offset by a reduction in total interest expense as management took steps to control its cost of funds during the second half of 1991 and first half of 1992. As a result, net interest margin was 6 basis points higher and net interest income was $595,000 higher during the first half of 1992 compared with the same period of 1991.

Provision and Allowance for Loan Losses

Management provides for possible loan losses at a rate considered appropriate based on judgements regarding economic conditions, historical loss experience, the size and composition of the loan portfolio, the amount and character of nonperforming assets, estimated future net charge-offs and other factors. A summary of loan loss experience during the six months ended June 30, 1992 and 1991 is provided below. The increase in the provision for loan losses recorded during the first half of 1992 compared with the same period of 1991 is reflective of management's desire to maintain a strong allowance for loan losses in light of higher net loan charge-offs during the first half of 1992.

ANALYSIS OF ALLOWANCE FOR LOAN LOSSES

(In Thousands)	Six Months Ended June 30, 1992	1991
Allowance for loan losses - beginning of period	$ 19,759	$ 19,448
Charge-offs	4,300	3,730
Recoveries	877	1,064
Net charge-offs	3,423	2,666
Provision for loan losses	3,176	2,626
Allowance for loan losses - end of period	$ 19,512	$ 19,408
Loans outstanding at period end	$1,532,149	$1,550,989
Average loans outstanding during period	1,528,805	1,554,900
Allowance for loan losses as a percentage of loans outstanding at period end	1.27%	1.25%
Ratio of net charge-offs during period to average loans outstanding (annualized)	.45	.35
Loan loss coverage (allowance as a multiple of net charge-offs, annualized)	2.8x	3.6x

The Corporation maintains formal policies and procedures to monitor and control credit risk. The Corporation's loan portfolio has no significant concentrations in any one industry nor any exposure to foreign loans. The Corporation has generally not extended credit to finance highly leveraged transactions nor does it intend to do so in the future. Based on current

information, management believes that the current allowance for loan losses is adequate to meet presently known risks in the loan portfolio.

Employment levels and other economic conditions in the Corporation's local markets may have a significant impact on the level of credit losses. Management continues to identify and devote attention to credits which may not be performing as well as expected. Nonperforming loans are further discussed in the section entitled "Underperforming Assets."

Noninterest Income

Noninterest income, exclusive of investment securities gains and losses, accounted for 12.5% of total revenue during the first half of 1992, compared with 10.7% during the same period of 1991. A summary of significant sources of noninterest income during the first six months of 1992 and 1991 follows:

NONINTEREST INCOME	Six Months Ended June 30,		Changes in 1992	
(In Thousands)	1992	1991	Amount	Percent
Trust fees	$ 4,310	$ 4,045	$ 265	6.6 %
Service charges on deposit accounts	3,486	3,408	78	2.3
Bankcard fees	1,777	1,804	(27)	(1.5)
Brokerage fees	772	400	372	93.0
Other loan income	464	415	49	11.8
ATM network user fees	484	431	53	12.3
Cash management services	468	403	65	16.1
Safe deposit rentals	386	367	19	5.2
Investment securities transactions	(13)	16	(29)	*
Other, net	1,170	1,593	(423)	(26.6)
Total	$ 13,304	$ 12,882	$ 422	3.3 %

* Not meaningful.

Increased trust fees resulted from improved marketing and pricing strategies. Fees earned by the Corporation's retail brokerage operations increased as a result of ongoing business development strategies. The increase in service charges on deposit accounts resulted primarily from improved pricing strategies and higher transaction levels for commercial deposit accounts. Other loan income was higher primarily because of increased mortgage servicing income.

Other income was lower during the first half of 1992 compared with 1991 as the result of nonrecurring gains on sale of previously leased equipment of $165,000 and lease termination fees of $143,000 recorded during 1991 versus net losses on sale of equipment of $19,000 recorded during the first half of 1992.

Sales of investment securities resulted in net losses of $13,000 during the first half of 1992, compared with net gains of $16,000 during the same period of 1991. Management has the ability and intent to hold investment securities to maturity and does not engage in active securities trading. Investment securities are occasionally sold to reduce credit exposure or to alter the mix of portfolio maturities or the blend of its components. Sales may also be initiated to maximize long-term earnings through investment of proceeds in assets with higher yields, thereby recovering any losses on sale within a relatively short time.

Noninterest Expenses

Significant changes in noninterest expenses during the first half of 1992 compared with the same period of 1991 are summarized in the table below.

NONINTEREST EXPENSES	Six Months Ended June 30,		Changes in 1992	
(In Thousands)	1992	1991	Amount	Percent
Salaries and employee benefits	$ 26,456	$ 25,547	$ 909	3.6 %
Equipment	3,903	4,074	(171)	(4.2)
Occupancy	3,359	3,422	(63)	(1.8)
FDIC insurance premiums	2,290	1,909	381	20.0
Stationery and supplies	1,059	1,300	(241)	(18.5)
Postage and delivery	1,149	1,175	(26)	(2.2)
Taxes other than income taxes	998	922	76	8.2
Advertising and public relations	1,019	1,086	(67)	(6.2)
Consulting and other professional services	849	434	415	95.6
Legal, audit and examination fees	745	753	(8)	(1.1)
Bankcard processing	820	857	(37)	(4.3)
Other loan fees	651	710	(59)	(8.3)
Other, net	1,776	4,489	(713)	(15.9)
Total	$ 47,074	$ 46,678	$ 396	0.8 %

Salaries and Employee Benefits

Salaries and employee benefits, the largest component of noninterest expenses, were higher during the first half of 1992 compared with the same period of 1991 because of normal merit increases and higher health, unemployment insurance and other benefit costs. The effects of these cost increases were somewhat mitigated by a reduction in the number of full-time equivalent employees through normal attrition. Management anticipates that the ongoing consolidation of operational functions throughout the Corporation will continue to mitigate the need to replace staff lost through normal attrition.

FASB Statement No. 106 ("SFAS 106"), "Employers' Accounting for Postretirement Benefits Other Than Pensions," which must be adopted by first quarter 1993, requires accrual of the expected costs of retiree medical and life insurance benefits over the periods that employees render service, rather than recognition as benefits are paid during retirement, as is the present practice. Upon adoption of the standard, the accumulated obligation for these accrued benefits (the "transition obligation") may be recognized immediately or amortized over a period of up to 20 years. The amount of the transition obligation and the effect of SFAS 106 on future operating results are dependent on a number of factors currently under review by the Corporation. These factors include potential modification of plan benefits, changes in employment levels and refinement of actuarial assumptions. The Corporation has not yet determined the date or method of adoption, or the various actuarial assumptions to be used. Preliminary estimates, based on various scenarios presently under consideration, indicate the Corporation's transition obligation to be approximately $20,000,000.

Other Expenses

As a result of the consolidation of data processing operations from the Saginaw data center to the Corporate location in Flint, the Corporation experienced lower equipment rental and maintenance costs during the first half of 1992 compared with 1991. These savings were somewhat offset by higher software maintenance expenses. Savings related to the centralization of data processing, proof and other functions were also reflected in reduced supplies and stationery costs during the first half of 1992 compared with the same period of 1991.

Consulting fees were higher during the first half of 1992 than during the same period of 1991 primarily as a result of the conversion of data processing systems for certain subsidiary banks to the standard corporate loan and deposit software systems. These nonrecurring cost increases will be partially offset by reductions in fees paid to external data processing service bureaus and other costs. These data processing system conversions are expected to be substantially completed by fourth quarter 1992. Management anticipates that the standardization of these systems will facilitate product development and support, and long-term expense reductions.

Other expenses were favorably impacted by the recovery of insurance proceeds pertaining to a loss which had been charged-off in prior periods. This nonrecurring item was classified as a reduction of other expenses and accounted for $352,000 of the decrease in this category. The FDIC has announced that deposit insurance rates will remain unchanged at $0.23 per $100 of insured deposits through the remainder of 1992. Proposed increases in the assessment rate will negatively impact the Corporation's future earnings.

Income Taxes

Federal income tax expense was $2,181,000 during the first six months of 1992, a decrease of $570,000 from $2,751,000 during the same period of 1991. This decrease was associated with significantly higher investments in nontaxable securities during the last half of 1991.

SECOND QUARTER, 199x VS. SECOND QUARTER, 1991

Net Interest Income

As summarized below in the "Analysis of Changes in Interest Income and Interest Expense," net interest income was slightly lower during the second quarter of 1992 compared with the same period of 1991 primarily as a result of lower average yields on earning assets. Net interest income and average balances and yields on major categories of interest-earning assets and interest-bearing liabilities during the second quarters of 1992 and 1991 are summarized on page 16. As shown, net interest margin was one basis point higher during the second quarter of 1992 than during the same period of 1991.

ANALYSIS OF CHANGES IN INTEREST INCOME AND INTEREST EXPENSE

Three Months Ended June 30 (In Thousands)	1992 Compared With 1991 Increase (Decrease) Net Change[1]	Due to Change in Rate[2]	Volume
INTEREST INCOME:			
Money market investments	$ 143	$ (239)	$ 382
Time deposits with banks	(411)	(523)	112
Federal funds sold	(969)	(208)	(761)
Other			
Investment securities	(1,705)	(2,000)	295
Taxable	458	(406)	864
Nontaxable	(5,398)	(4,347)	(1,051)
Loans	(7,882)	(7,721)	(159)
Total			
INTEREST EXPENSE:			
Deposits	(435)	(814)	379
Demand	(2,114)	(2,809)	695
Savings	(4,300)	(2,853)	(1,447)
Time	(590)	(558)	(32)
Short-term borrowings	(408)	(128)	(280)
Long-term debt	(7,847)	(7,162)	(685)
Total			
NET INTEREST INCOME	$ (35)	$ (561)	$ 526

[1] Changes are based on actual interest income and do not reflect taxable equivalent adjustments.
[2] Rate/Volume variances are allocated to changes due to rate.

AVERAGE BALANCES/NET INTEREST INCOME/AVERAGE RATES

Three Months Ended June 30 (in thousands)	1992 Average Balance	1992 Interest (1)	1992 Average Rate (2)	1991 Average Balance	1991 Interest (1)	1991 Average Rate (2)
EARNING ASSETS						
Money market investments						
Interest earning deposits with banks	$ 42,741	$ 442	4.16 %	$ 18,731	$ 299	6.40 %
Federal funds sold	95,944	895	3.74	88,096	1,304	5.94
Term federal funds sold & other	21,099	209	3.98	69,412	1,178	6.81
Investment securities						
Taxable	386,471	6,005	6.24	371,434	7,710	8.32
Nontaxable	218,889	3,159	8.76	165,833	2,701	9.89
Loans and leases						
Commercial	440,537	8,491	7.96	474,832	11,165	9.54
Consumer	450,933	11,508	10.26	473,623	13,411	11.35
Real estate	578,325	13,430	9.32	569,621	14,444	10.18
Lease financing	55,375	1,422	10.33	42,495	1,229	11.60
Total earning assets	2,290,314	45,559	8.31	2,274,075	53,441	9.70
NONEARNING ASSETS						
Cash and due from banks	96,333			95,276		
Bank premises and equipment	49,792			51,397		
Other nonearning assets	50,148			49,553		
Allowance for loan losses	(19,569)			(19,668)		
Total assets	$ 2,467,018			$ 2,450,833		
INTEREST-BEARING LIABILITIES						
Demand deposits	$ 216,832	1,604	2.98	$ 182,384	2,039	4.48
Savings deposits	764,972	6,616	3.48	706,612	8,750	4.96
Time deposits	794,163	10,821	5.48	875,812	15,121	6.93
Repurchase agreements and other short-term borrowings	135,309	1,362	4.05	137,162	1,952	5.71
Long-term debt	16,388	258	6.33	28,175	666	9.48
Total interest-bearing liabilities	1,927,664	20,661	4.31	1,930,145	28,508	5.92
NONINTEREST-BEARING LIABILITIES AND SHAREHOLDERS' EQUITY						
Demand deposits	290,453			277,648		
Other liabilities	26,928			33,542		
Shareholders' equity	221,973			209,498		
Total liabilities and shareholders' equity	$ 2,467,018			$ 2,450,833		
NET INTEREST INCOME		$ 24,898			$ 24,933	
NET INTEREST INCOME AS A PERCENT OF EARNING ASSETS			4.68 %			4.67 %

(1) Interest income shown on actual basis and does not include taxable equivalent adjustments.

(2) Average rates are presented on an annual basis and include taxable equivalent adjustments to interest income of $1,899,000 and $1,590,000 for the three months ended June 30, 1992 and 1991, respectively, based on a tax rate of 34%.

Provision and Allowance for Loan Losses

The provision for loan losses was $1,576,000 during the quarter ended June 30, 1992 compared with $1,369,000 during the same period of 1991, an increase of 15.1%. This increase reflects management's desire to maintain a strong allowance for loan losses. The allowance for loan losses as a percentage of total loans outstanding was 1.27% as of June 30, 1992, compared with 1.29% as of December 31, 1991 and 1.25% as of June 30, 1991. The table below provides a summary of loan loss experience during the three-month periods ended June 30, 1992 and 1991.

ANALYSIS OF ALLOWANCE FOR LOAN LOSSES

(In Thousands)	Three Months Ended June 30, 1992	1991
Allowance for loan losses - beginning of period	$ 19,534	$ 19,541
Charge-offs	2,102	1,975
Recoveries	504	473
Net charge-offs	1,598	1,502
Provision for loan losses	1,576	1,369
Allowance for loan losses - end of period	$ 19,512	$ 19,408
Average loans outstanding during period	$1,525,170	$1,560,569
Ratio of net charge-offs during period to average loans outstanding (annualized)	.42%	.39%
Loan loss coverage (allowance as a multiple of net charge-offs, annualized)	3.0x	3.2x

Noninterest Income

Exclusive of gains on sales of securities, noninterest income accounted for 12.7% of total income during the second quarter of 1992 compared with 11.1% during the same period of 1991. The table below summarizes changes in noninterest income from the second quarter of 1991 to the same period of 1992.

NONINTEREST INCOME (In Thousands)	Three Months Ended June 30, 1992	1991	Changes in 1992 Amount	Percent
Trust fees	$ 2,146	$ 1,985	$ 161	8.1 %
Service charges on deposit accounts	1,796	1,759	37	2.1
Bankcard fees	901	916	(15)	(1.6)
Brokerage fees	375	233	142	60.9
Other loan income	147	209	(62)	(29.7)
ATM network user fees	249	219	30	13.7
Cash management services	237	213	24	11.3
Safe deposit rentals	189	176	13	7.4
Investment securities transactions	1	17	(16)	*
Other, net	561	934	(373)	(39.9)
Total	$ 6,602	$ 6,661	$ (59)	(0.9)%

* Not meaningful.

Higher business volumes resulted in increased brokerage fees. ATM network user fees increased as the result of higher transaction volumes and improved pricing strategies. Other loan income decreased primarily as the result of net losses on the sale of mortgages of $120,000 during the second quarter of 1992 compared with net gains of $6,000 during the corresponding period of 1991. This loss was partially offset by an increase in mortgaging servicing income in 1992.

Noninterest Expenses

Significant changes in noninterest expenses during the three months ended June 30, 1992 compared with the corresponding period of 1991 are summarized in the table below. As shown, higher salaries and employee benefits, consulting fees and FDIC insurance costs were more than offset by decreases in equipment, occupancy, stationery and supplies and other expenses.

NONINTEREST EXPENSES	Three Months Ended June 30,		Changes in 1992	
(In Thousands)	1992	1991	Amount	Percent
Salaries and employee benefits	$ 13,260	$ 13,019	$ 241	1.9 %
Equipment	1,921	2,048	(127)	(6.2)
Occupancy	1,630	1,703	(73)	(4.3)
FDIC insurance premiums	1,145	970	175	18.0
Stationery and supplies	517	647	(130)	(20.1)
Postage and delivery	575	586	(11)	(1.9)
Taxes other than income taxes	489	473	16	3.4
Advertising and public relations	520	550	(30)	(5.5)
Consulting and other professional fees	407	214	193	90.2
Legal, audit and examination fees	365	394	(29)	(7.4)
Bankcard processing	430	428	2	0.5
Other loan fees	347	381	(34)	(8.9)
Other, net	1,903	2,213	(310)	(14.0)
Total	$ 23,509	$ 23,626	$ (117)	(0.5)%

BALANCE SHEET

The Corporation had total assets of $2,501,304,000 as of June 30, 1992, an increase of $8,720,000 or 0.3% from $2,492,584,000 as of December 31, 1991. Total earning assets amounted to $2,307,837,000 as of June 30, 1992, compared with $2,288,088,000 as of December 31, 1991, an increase $19,749,000 or 0.9%. Average earning assets comprised 92.8% of average total assets during the second quarter of 1992, which is similar to historical levels.

Investment Securities and Money Market Investments

Total average investments, including money market investments, comprised 33.1% of average earning assets during the first half of 1992, which is similar to levels of recent experience. Average money market investment balances declined to 6.0% of total average earning assets during the first half of 1992 from 7.3% during the corresponding period of 1991. This decrease was attributable to the reinvestment of short-term assets into nontaxable and other investment securities. Proceeds from the normal maturity of some U.S. Treasury, collateralized mortgage obligation and municipal securities were reinvested in nontaxable securities and additional U.S. Treasury securities during the first half of 1992. Most of the

securities purchased mature within two years. As of June 30, 1992, the estimated aggregate market value of the Corporation's investment securities portfolio was $601,414,000 or $11,204,000 above book value.

Loans and Leases

The Corporation extends credit primarily within the local markets of its six banking subsidiaries; five located in Michigan and one in Illinois. The loan portfolio is widely diversified by borrowers and industry groups with no significant concentrations in any industry. Weakness in the Corporation's local markets resulted in reduced commercial activity and in lower automobile sales, which adversely impacted average commercial and consumer loan balances. The relatively low market interest rate environment spurred increased demand for mortgage loans. Growth in loan demand in the Corporation's local markets will be somewhat a function of the length and severity of the current economic downturn.

Underperforming Assets

Underperforming assets consist of nonaccrual loans, loans that have been restructured, loans 90 days past due and still accruing and other real estate owned (including in-substance foreclosures). In-substance foreclosures generally occur when the market value of the underlying collateral is less than the legal obligation of the borrower and repayment of the loan is expected to come from the disposition or operation of the collateral. The table below provides a summary of underperforming assets as of June 30, 1992, December 31, 1991 and June 30, 1991.

UNDERPERFORMING ASSETS

(In Thousands)	June 30, 1992	December 31, 1991	June 30, 1991
NONPERFORMING LOANS[1]			
Nonaccrual			
Less than 30 days past due	$ 2,417	$ 1,696	$ 1,245
From 30 to 89 days past due	1,503	2,168	878
90 or more days past due	15,117	16,544	20,340
Total	19,037	20,408	22,463
Restructured	344	547	271
Total nonperforming loans	19,381	20,955	22,734
OTHER REAL ESTATE OWNED ("OREO")			
Assets owned	5,490	4,214	3,815
Assets in-substance foreclosed	1,370	4,302	--
Total	6,860	8,516	3,815
Total nonperforming assets	26,241	29,471	26,549
LOANS 90 DAYS PAST DUE (still accruing)	575	1,196	1,441
Total underperforming assets	$26,816	$30,667	$27,990
Nonperforming loans as a percent of total loans	1.26%	1.37%	1.47%
Nonperforming assets as a percent of total loans plus OREO	1.71	1.91	1.71

[1] Nonperforming loans include loans on which interest is being recognized only upon receipt (nonaccrual) and those on which interest has been renegotiated to lower than market rates because of the financial condition of the borrowers (restructured).

Total underperforming assets amounted to $26,816,000 as of June 30, 1992, compared with $30,667,000 as of December 31, 1991 and $27,990,000 as of June 30, 1991. The net decrease of $3,851,000 or 12.6% since December 31, 1991 was the result of reductions of $1,574,000 in nonperforming loans, $1,656,000 in other real estate owned and $621,000 in loans 90 days past due but still accruing interest. A significant portion of the reduction in other real estate owned was the result of the sale of assets, pertaining to a loan to a single borrower, which had been classified as in-substance foreclosure items.

The Corporation maintains policies and procedures to identify and monitor nonaccrual loans. Loans are placed on nonaccrual status when there are doubts regarding collection of principal or interest, or when principal or interest is past due 90 days or more and the loan is not well secured and in the process of collection. Interest accrued but not collected is reversed and charged against income when the loan is placed on nonaccrual status.

Employment levels and other economic conditions in the Corporation's local markets can impact the level and composition of underperforming assets. In addition to nonperforming loans, management identifies and closely monitors other credits that are current in terms of principal and interest payments but, in management's opinion, may deteriorate in quality if economic conditions change. As of June 30, 1992 such credits amounted to $14,804,000 or 0.97% of total loans, compared with $17,717,000 or 1.16% at December 31, 1991 and $18,100,000 or 1.17% as of June 30, 1991.

Deposits

The Corporation gathers deposits primarily in its local markets and has not historically relied on brokered funds to sustain liquidity. During the first half of 1992, the Corporation experienced growth in all categories of deposits except time deposits, reflecting changing customer liquidity preferences in light of the lower interest rate environment. Management seeks to maintain core deposit stability by offering customers a wide range of deposit products at competitive rates.

Short-Term Borrowings and Long-Term Debt

On average, total short-term borrowings declined to $135,995,000 during the first half of 1992 from $143,224,000 during the same period of 1991. Pricing strategies designed to encourage customers to shift from securities sold under agreements to repurchase to large denomination certificates of deposit accounted for some of this decrease.

The Corporation retired $3,772,000 of 10% unsecured promissory notes on January 15, 1992 and $3,500,000 of 10.05% long-term bank debt on March 15, 1992. During the first half of 1991, the Corporation retired $12,000,000 of long-term debt which had been borrowed under a revolving credit agreement. As a result, average long-term debt balances decreased to $18,157,000 during the first half of 1992 from $32,815,000 during the same period of 1991.

CAPITAL RESOURCES

Regulatory Capital Requirements

Total shareholders' equity was $224,549,000 or $34.32 per share as of June 30, 1992, compared with $218,183,000 or $33.36 per share as of December 31, 1991 and $211,569,000 or $32.40 per share as of June 30, 1991. Under the revised rules for determining regulatory capital adequacy, the components of equity included in regulatory capital must be classified as either Tier I ("Core") or Tier II ("Supplementary") capital. These rules also require the inclusion of certain off-balance sheet commitments in the computation of risk-adjusted assets. The regulations call for minimum Tier I capital (primarily common equity less goodwill) of 4.0% and Total capital (primarily Tier I capital plus the allowance for loan losses subject to certain limitations) of 8.0% of risk-adjusted assets by year-end 1992. As summarized in the table below, the Corporation's risk based capital levels, computed under the more stringent year-end 1992 rules, were well in excess of minimum requirements.

	Minimum Requirement for year-end 1992	June 30, 1992	December 31, 1991	June 30, 1991
Risk based capital ratios (Year-end 1992 rules):				
Tier I	4.0%	13.4%	13.1%	12.3%
Total capital	8.0	14.6	14.4	13.4
Tier I leverage ratio	3.0	8.8	8.5	8.3

Common and Preferred Stock

Under the provisions of the Stock Repurchase Program originally approved by the Corporation's board of directors in 1987, management is authorized to purchase up to 600,000 shares of the Corporation's common stock in the open market. During the second quarter of 1992, 18,794 shares were purchased under this program at an average price of $34.55 per share. As of June 30, 1992, a total of 381,719 shares have been purchased at an average price per share of $20.53.

At the annual meeting of shareholders on April 21, 1992, the shareholders approved a proposal to increase: 1) the number of authorized shares of common stock of the Corporation from 12,000,000 shares with a par value of $10.00 per share to 20,000,000 shares with no par value; and 2) the number of authorized shares of preferred stock of the Corporation from 3,000,000 shares with no par value to 5,000,000 shares with no par value. These increases in the number of shares of authorized common and preferred stock will ensure that a sufficient number of shares will be available for issuance if needed in connection with possible future transactions approved by the board of directors including, among others, stock splits, stock dividends, acquisitions or other Corporate purposes. The Corporation does not have any immediate plans, agreements, arrangements, commitments or understandings with respect to issuance of any of the newly authorized common or preferred shares.

A proposal to amend and restate the First Amended Stock Option Plan (the "Plan") was also approved at the annual meeting of shareholders on April 21, 1992. The Plan, which among other things increased the number of securities which can be issued thereunder, is intended to continue the purpose of the First Amended Stock Option Plan which is to attract and motivate highly qualified key employees to achieve the long-term objectives of the Corporation. It is expected that approximately 30 key employees of the Corporation and its subsidiaries will be initially eligible to participate in the Plan.

LIQUIDITY AND DEBT CAPACITY

The level of liquid assets available to meet ongoing funding needs and to capitalize on opportunities for business expansion is closely monitored by management. It is management's intent to maintain adequate liquidity so that sufficient funds are readily available at a reasonable cost. Various techniques are used by the Corporation to measure liquidity, including ratio analysis. Some ratios monitored by the Corporation include: average loans to deposits; total liquid assets (including cash, U.S. Treasury securities and short-term investments) to total deposits; and, total long-term debt to equity. These ratios are summarized in the table below.

	June 30, 1992	December 31, 1991	June 30, 1991
Quarterly average:			
Loans to deposits	73.8%	74.4%	76.4%
Liquid assets to deposits	24.6	22.7	24.3
Total long-term debt to equity	7.2	9.4	13.1

INTEREST RATE RISK

Interest rate risk generally arises when the maturity or repricing structure of the Corporation's assets and liabilities differs significantly. Asset/liability management, which among other things addresses such risk, is the process of developing, testing and implementing strategies that seek to maximize net interest income, maintain liquidity and minimize exposure to significant changes in interest rates. This process includes monitoring the contractual and anticipated repricing of assets and liabilities as well as simulating net interest income under a variety of economic assumptions and balance sheet configurations. Generally, management seeks a structure that insulates net interest income and capital from large swings caused by changes in interest rates. The Corporation's static interest rate sensitivity ("GAP") as of June 30, 1992 is illustrated in the table on page 23. As shown, the Corporation had asset sensitivity (more rate sensitive assets than rate sensitive liabilities) of $321,000,000 within the one year time frame as of June 30, 1992. This position indicates that the Corporation may earn higher net interest income during the next twelve months if market interest rates rise. Traditional GAP analysis does not incorporate adjustments for the magnitude or timing of non-contractual repricing. Because of these and the other inherent limitations of GAP analysis, management also uses simulation modeling to evaluate the impact of changes in interest rates and balance sheet configurations. Such simulations can be used to develop strategies which can limit interest rate risk and provide adequate liquidity.

INTEREST RATE SENSITIVITY

(In Millions)	Rate Sensitive Assets	Rate Sensitive Liabilities	Period Gap	Ratio of Rate Sensitive Assets to Liabilities
June 30, 1992				
Repricing or maturing:				
Within 30 days	$ 794	$ 600	$ 194	1.32x
31-90 Days	181	145	36	1.25
91-180 Days	178	157	21	1.13
181-365 Days	236	166	70	1.42
Total within 1 year	1,389	1,068	321	1.30
1-5 Years	617	186[1]	431	3.32
Over 5 years	302	691[1]	(389)	.44
Total	$2,308	$1,945	$ 363	1.19
March 31, 1992				
Total within 1 year	$1,336	$1,113	$ 223	1.20x
December 31, 1991				
Total within 1 year	1,412	1,131	281	1.25
June 30, 1991				
Total within 1 year	1,361	1,157	204	1.18

[1] Includes savings deposits of $674 million with no contractual repricing schedule. These deposit totals have generally not fluctuated in response to changes in market rates of other deposit alternatives.

PART II - OTHER INFORMATION

Item 2 - Changes in Securities

On April 21, 1992, the shareholders of the Corporation approved an amendment to Article III of the Corporation's Amended and Restated Articles of Incorporation to increase the number of authorized shares of the Corporation's common and preferred stock and to change its common stock from $10.00 par value to no par value. Additionally, the shareholders approved an amendment to the Corporation's First Amended Stock Option Plan which, among other things, increased the number of securities which can be issued thereunder. Each of these changes is further discussed in Part II, Item 4 of this report.

Item 4 - Submission of Matters to a Vote of Security Holders

Proxies were solicited pursuant to Regulation 14 under the Securities Exchange Act of 1934 to be voted at the annual meeting of shareholders of the Corporation held on April 21, 1992. There was no solicitation in opposition to management's nominees for directors as set forth in the Corporation's Proxy Statement dated March 20, 1992 and all such nominees were elected. In addition, the shareholders approved by a vote of 5,243,353 for, 258,431 against and 80,930 abstentions a proposal to increase the number of authorized shares of common stock of the Corporation from 12,000,000 shares with a par value of $10.00 per share to 20,000,000 shares

with no par value and to increase the number of authorized shares of preferred stock of the Corporation from 3,000,000 shares with no par value to 5,000,000 shares with no par value. The shareholders also approved by a vote of 5,177,229 for, 294,095 against and 126,108 abstentions a proposal to amend and restate the Corporation's First Amended Stock Option Plan as the Second Amended Stock Option Plan which among other things increased the number of securities which can be issued thereunder. Additional information on the proposals is set forth in the Corporation's Proxy Statement dated March 20, 1992.

Item 6 - Exhibits and Reports on Form 8-K

(a) Exhibit
3(a) Amendment to Article III of the Corporation's Restated Articles of Incorporation, filed June 3, 1992.

(b) No reports on Form 8-K were filed or were required to be filed during the quarter ended June 30, 1992.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

CITIZENS BANKING CORPORATION

Date August 4, 1992 By /S/ WAYNE G. SCHAEFFER
Wayne G. Schaeffer
Senior Vice President, Treasurer and
Chief Financial Officer
(Principal Financial and Accounting Officer)
(Duly Authorized Signatory)

924EM5099 0501 DFG#FI $9000.00

Exhibit 3(a)

924EM5099 0501 DFG#FI $6010.00

CAS 515 (Rev. 2-90)

MICHIGAN DEPARTMENT OF COMMERCE — CORPORATION AND SECURITIES BUREAU

Date Received		(FOR BUREAU USE ONLY)
MAY 1 1992		**FILED**
		JUN 03 1992

Administrator
MICHIGAN DEPARTMENT OF COMMERCE
Corporation & Securities Bureau

Name: Thomas W. Gallagher
Citizens Banking Corporation

Address: One Citizens Banking Center

City: Flint State: MI ZIP Code: 48502

EFFECTIVE DATE:

DOCUMENT WILL BE RETURNED TO NAME AND ADDRESS INDICATED ABOVE

CERTIFICATE OF AMENDMENT TO THE ARTICLES OF INCORPORATION

For use by Domestic Corporations
(Please read information and instructions on last page)

Pursuant to the provisions of Act 284, Public Acts of 1972 (profit corporations), or Act 162, Public Acts of 1982 (nonprofit corporations), the undersigned corporation executes the following Certificate:

1. The present name of the corporation is: CITIZENS BANKING CORPORATION
2. The corporation identification number (CID) assigned by the Bureau is: 0 3 1 — 2 0 8
3. The location of its registered office is:
   One Citizens Banking Center (Street Address), Flint (City), Michigan 48502 (ZIP Code)

4. Article III of the Articles of Incorporation is hereby amended to read as follows:

The total authorized capital stock is:

Common shares 20,000,000 No Par Value

Preferred shares 5,000,000 No Par Value

ik

5. COMPLETE SECTION (a) IF THE AMENDMENT WAS ADOPTED BY THE UNANIMOUS CONSENT OF THE INCORPORATOR(S) BEFORE THE FIRST MEETING OF THE BOARD OF DIRECTORS OR TRUSTEES; OTHERWISE, COMPLETE SECTION (b)

a. ☐ The foregoing amendment to the Articles of Incorporation was duly adopted on the _____ day of _____, 19____, in accordance with the provisions of the Act by the unanimous consent of the incorporator(s) before the first meeting of the board of directors or trustees.

Signed this _____ day of _____, 19____.

_____ (Signature)

_____ (Type or Print Name)

_____ (Signature)

_____ (Type or Print Name)

_____ (Signature)

_____ (Type or Print Name)

_____ (Signature)

_____ (Type or Print Name)

b. ☐ The foregoing amendment to the Articles of Incorporation was duly adopted on the 21st day of April, 19 92. The amendment: (check one of the following)

☒ was duly adopted in accordance with Section 611(2) of the Act by the vote of the shareholders if a profit corporation, or by the vote of the shareholders or members if a nonprofit corporation, or by the vote of the directors if a nonprofit corporation organized on a nonstock directorship basis. The necessary votes were cast in favor of the amendment.

☐ was duly adopted by the written consent of all the directors pursuant to Section 525 of the Act and the corporation is a nonprofit corporation organized on a nonstock directorship basis.

☐ was duly adopted by the written consent of the shareholders or members having not less than the minimum number of votes required by statute in accordance with Section 407 (1) and (2) of the Act if a nonprofit corporation, and Section 407 (1) of the Act if a profit corporation. Written notice to shareholders or member who have not consented in writing has been given. (Note: Written consent by less than all of the shareholders or members is permitted only if such provision appears in the Articles of Incorporation.)

☐ was duly adopted by the written consent of all the shareholders or members entitled to vote in accordance with Section 407 (3) of the Act if a non-profit corporation, and Section 407 (2) of the Act if a profit corporation.

Signed this 28th day of April, 19 92

By Thomas W. Gallagher
(Only signature of President, Vice President, Chairperson and Vice-Chairperson)

Thomas W. Gallagher
(Type or Print Name)

Vice President, General Counsel & Secretary
(Type or Print Title)

C&S 515

Name of person or organization remitting fees:

CITIZENS BANKING CORPORATION

Preparer's name and business telephone number:

THOMAS W. GALLAGHER

(313) 766-7788

INFORMATION AND INSTRUCTIONS

1. The amendment cannot be filed until this form, or a comparable document, is submitted.
2. Submit one original copy of this document. Upon filing, a microfilm copy will be prepared for the records of the Corporation and Securities Bureau. The original copy will be returned to the address appearing in the box on the front as evidence of filing.

   Since this document must be microfilmed, it is important that the filing be legible. Documents with poor black and white contrast, or otherwise illegible, will be rejected.
3. This document is to be used pursuant to the provisions of section 631 of the Act for the purpose of amending the articles of incorporation of a domestic profit or nonprofit corporation. Do not use this form for restated articles. A nonprofit corporation is one incorporated to carry out any lawful purpose or purposes not involving pecuniary profit or gain for its directors, officers, shareholders, or members. A nonprofit corporation formed on a nonstock directorship basis, as authorized by Section 302 of the Act, may or may not have members, but if it has members, the members are not entitled to vote.
4. Item 2—Enter the identification number previously assigned by the Bureau. If this number is unknown, leave it blank.
5. Item 4—The article being amended must be set forth in its entirety. However, if the article being amended is divided into separately identifiable sections, only the sections being amended need be included.
6. This document is effective on the date approved and filed by the Bureau. A later effective date, no more than 90 days after the date of delivery, may be stated.
7. If the amendment is adopted before the first meeting of the board of directors, item 5(a) must be completed and signed in ink by a majority of the incorporators if more than one listed in Article V of the Articles of Incorporation if a profit corporation, and all the incorporators if a non-profit corporation. If the amendment is otherwise adopted, item 5(b) must be completed and signed in ink by the president, vice-president, chairperson or vice-chairperson of the corporation.
8. **NON-REFUNDABLE FEE:** $10.00
   (Make remittance payable to the State of Michigan. Include corporation name and CID Number on check or money order)
   Franchise fee for profit corporations (payable only if authorized shares have increased): each additional 20,000 authorized shares or portion thereof $30.00
9. Mail form and fee to:

   Michigan Department of Commerce
   Corporation and Securities Bureau
   Corporation Division
   P.O. Box 30054
   6546 Mercantile Way
   Lansing, MI 48909
   Telephone: (517) 334-6302